

Delphi Legal Information Hotline:
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, et al.

Debtors.

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

Hearing Date: June 21, 2007
Time: 10:00 a.m.
Objection Deadline: June 14, 2007
4:00 p.m.
(Prevailing Eastern Time)

**FOURTH INTERIM FEE APPLICATION OF
BLAKE, CASSELS & GRAYDON LLP AS CANADIAN COUNSEL FOR
DEBTORS FOR ALLOWANCE AND PAYMENT OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER
11 U.S.C. §§330 AND 331**

Name of Applicant:	Blake, Cassels & Graydon LLP
Authorized to Provide Professional Services to:	Delphi Corporation and Affiliated Debtors
Date of Retention Order:	May 15, 2006 effective <i>nunc pro tunc</i> to January 9, 2006
Period for Which Compensation and Reimbursement are Sought:	October 1, 2006 to January 31, 2007
Amount of Compensation Sought as Actual, Reasonable, and Necessary:	Cdn\$130,552.50
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	Cdn\$2,002.77
Prior Amounts Requested and/or Paid to Date:	Cdn\$102,076.91

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BLAKE, CASSELS & GRAYDON LLP AS CANADIAN COUNSEL FOR
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COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER
11 U.S.C. §§330 AND 331**

Blake, Cassels & Graydon LLP (“Blakes”), Canadian counsel for Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), submits this fourth interim fee application (the “Fee Application”), pursuant to 11 U.S.C. §§330 and 331, seeking interim allowance and payment of compensation for professional services rendered by Blakes for the period from October 1, 2006 to January 31, 2007 (the “Compensation Period”), and for reimbursement of actual and necessary expenses incurred in connection with such services during the Compensation Period. In support of this Fee Application, Blakes represents as follows:

Background

1. On October 8, 2005 (the “Petition Date”), Delphi and certain of its U.S. subsidiaries and affiliates filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.A. §§ 101-1330, as amended (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors’ chapter 11 cases.
2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors (the “Creditors’ Committee”). No trustee or examiner has been appointed in the Debtors’ cases.
3. The Court has jurisdiction over this Fee Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2).
4. The statutory predicates for the relief requested herein are Sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure.

Retention of Blakes

5. On April 21, 2006, the Debtors applied to this Court for an order approving the retention of Blakes as Canadian counsel, effective *nunc pro tunc* to January 9, 2006 (the “Retention Application”).
6. On May 15, 2006, this Court entered an order (the “Retention Order”), authorizing the Debtors to employ Blakes as their Canadian counsel under the terms set forth in the Retention Application.
7. In the Retention Application, the Debtors disclosed that Blakes’ fees for professional services are based on its standard hourly rates, which are subject to periodic increases in the normal course of Blakes’ business, and reimbursement of charges and disbursements.

Summary of Requested Professional Compensation and Reimbursement of Expenses

8. This Fee Application has been prepared in accordance with (a) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"); (b) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines"); and (c) the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated November 4, 2005, as amended, (collectively, the "Interim Compensation Order", collectively with the Local Guidelines and the UST Guidelines, the "Guidelines"). Pursuant to the Local Guidelines, a certification regarding compliance with same is attached hereto as **Exhibit A**.

9. By this Fee Application, Blakes respectfully requests interim allowance for professional services rendered to the Debtors during the Compensation Period, in the amount of Cdn\$130,552.50, and reimbursement of necessary expenses incurred in connection with the rendering of such services, in the amount of Cdn\$2,002.77.

10. Blakes believes that the services rendered have conferred significant benefit on the bankruptcy estates. Further, Blakes believes that its billing rates are reasonable and are consistent with customary rates charged by similar firms.

11. Pursuant to the Guidelines, annexed hereto as **Exhibit B** is a schedule setting forth all of Blakes' timekeepers who have performed services in these Chapter 11 cases during the Compensation Period, the hourly billing rate charged for services performed by each such timekeeper, the aggregate number of hours and the fees billed therefor, and the year of call for each partner or associate. Exhibit B includes certain timekeepers who have billed less than 10 hours during the Compensation Period. These timekeepers were consulted for their particular expertise in connection with an issue raised and the Debtors' estates benefited from that expertise.

12. As stated in Blakes' Retention Application, the standard hourly rates changed by its timekeepers are subject to periodic increases in the normal course of Blakes'

business. The amounts sought on this Fee Application reflect the increased hourly rates effective as of January 1, 2007.

13. Pursuant to the Guidelines, annexed hereto as **Exhibit C** is a schedule specifying the categories of expenses for which Blakes is seeking reimbursement and the total amount for each such expense category. The rate charged for duplicating or photocopying is Cdn\$.10 per page.

14. Blakes has no agreement of any kind, express or implied, to divide with any other person or entity any portion of the compensation sought or to be received by it in these cases.

Services Performed

15. During the Compensation Period, Blakes has worked closely with the Debtors and their advisors in, among other things, considering, negotiating, drafting and finalizing necessary long-term contracts and agreements to ensure that a key Canadian parts supplier continues to ship critical parts to the Debtors and monitoring the dispute and arbitration proceedings between the supplier and the former owner of the business.

16. Blakes created three different matter numbers to which its professionals assigned the time billed by them in connection with the services provided to the Debtors. These matters are titled "Supplier Matters", "Litigation" and "Fee Applications". All of Blakes' professionals keep a detailed record of the time spent rendering such services and separated tasks in billing increments of one-tenth of an hour. All matters are billed based upon the actual hours worked and the applicable hourly rates.

17. No services were required or provided during the Compensation Period for Litigation.

18. The services provided during the Compensation Period for Supplier Matters include providing advice with respect to disputes raised by a key supplier; negotiating and closing a transaction for the continued uninterrupted supply of critical parts from a troubled supplier of the Debtors, including the preparation of a long-term supply contract and ancillary agreements; reviewing and monitoring arbitration proceedings and litigation between the

agreements; reviewing and monitoring arbitration proceedings and litigation between the shareholders of the supplier; and addressing damages issues at the supplier's plant. The detailed time entries for these services are included in the invoices for Supplier Matters attached as **Exhibit D**. For this matter, Blakes professionals expended 198.2 hours during the Compensation Period for which Blakes seeks compensation of Cdn\$115,530.50.

19. Blakes is also seeking compensation for the time spent during the Compensation Period in preparing the monthly fee statements and the third interim fee application; preparing and submitting data files; preparing and submitting a budget; reviewing and preparing response to Fee Committee's at-issue report; preparing for and attending hearing on November 30, 2006; and attending telephone meeting with Fee Committee on January 25, 2007. The detailed time entries for these services are included in the invoices for Fee Applications attached as **Exhibit E**. Blakes professionals expended a total of 47.3 hours during the Compensation Period for which Blakes seeks compensation of Cdn\$15,022.00. Of these amounts, approximately 8 hours were expended solely on the preparation of the monthly fee statements and third interim fee application, or approximately Cdn\$2,000.00. The remaining time was incurred in preparing and submitting data files, preparing and submitting a budget, reviewing and preparing response to Fee Committee's at-issue report, and preparing for and telephone attendance at the hearing on November 30, 2006 and the telephone meeting with the Fee Committee on January 25, 2007.

20. The compensation sought by Blakes for the Compensation Period falls within the total projected fees for the Compensation Period.

21. Blakes has served its monthly fee statements for each of the above-noted matters on (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att'n: General Counsel, (ii) Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606, Att'n: John Wm. Butler, Jr., Esq., (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10044, Att'n: Alicia M. Leonhard, Esq., (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4802, Att'n: Robert J. Rosenberg Esq., (v) counsel for the agent under the Debtors' prepetition

credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Att'n: Marissa Wesley, Esq., and (vi) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017, Att'n: Marlane Melican, Esq. In addition, the fee statements for the month of May were also served on the following members of the Fee Committee not included above: i) John D. Sheehan, Vice President and Chief Restructuring Officer, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098; and ii) Valeria Venable, Credit Manager, GE Plastics, Americas, 9930 Kincey Avenue, Huntersville, North Carolina 28078. As of the date of this Fee Application, no objections to the monthly fee statements have been raised.

22. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period but were not processed prior to the preparation of this Fee Application or did not appear in the monthly statements annexed as Exhibits D or E, Blakes reserves the right to request additional compensation for such services and reimbursement for such expenses in future fee applications.

Statutory Basis for Relief Sought

23. Blakes seeks compensation for actual, necessary professional services rendered and reimbursement of reasonable expenses incurred on behalf of the Debtors during the Compensation Period. Section 330(a)(1) of the Bankruptcy Code provides that the Bankruptcy Court may award (a) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person; and (b) reimbursement for actual, necessary expenses. Section 330(a)(3)(A) provides as follows:

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including (A) the time spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue or task addressed; and (E) whether the

compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

24. Section 331 governs the allowance of interim compensation to professionals and provides:

... any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title. After notice and a hearing, the court may allow and disburse to such applicant such compensation or reimbursement.

25. The services for which Blakes seeks compensation and the expenses for which Blakes seeks reimbursement in this Fee Application were necessary for and beneficial to the Debtors' estates and their rehabilitation and reorganization efforts. The compensation requested is reasonable in light of the nature, extent and value of such services to the Debtors, their estates and all parties in interest. As a result, approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

WHEREFORE, Blakes respectfully requests that the Court enter an order (a) approving and allowing Blakes' Fee Application for professional services rendered as Canadian counsel for the Debtors during the Compensation Period in the amount of Cdn\$130,552.50, plus reimbursement of actual and necessary expenses incurred in the amount of Cdn\$2,002.77; (b) authorizing and directing the Debtors to pay to Blakes the total amount of Cdn\$132,555.27, or the difference between the amount allowed herein and the amounts previously paid to Blakes; and (c) granting such other and further relief as is just and/or proper.

Dated: Toronto, Ontario, Canada
March 29, 2007

BLAKE, CASSELS & GRAYDON LLP
Canadian Counsel for Delphi Corporation, et al.,
Debtors and Debtors in Possession

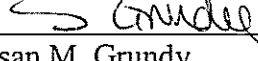
Per: 
Name: Susan M. Grundy
Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1A9
Telephone: 416-863-2572
Facsimile: 416-863-2563
Email: susan.grundy@blakes.com

EXHIBIT A

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, et al.

Debtors.

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

Hearing Date: June 21, 2007
Time: 10:00 a.m.
Objection Deadline: June 14, 2007
4:00 p.m.
(Prevailing Eastern Time)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF FOURTH
INTERIM FEE APPLICATION OF BLAKE, CASSELS & GRAYDON LLP
FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

I, Susan M. Grundy, hereby certify that:

1. I am a Partner of Blake, Cassels & Graydon LLP ("Blakes") with responsibility for the chapter 11 cases of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and in respect of compliance with (a) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"); (b) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines"); and (c) the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated November 4, 2005, as amended, (collectively, the "Interim

Compensation Order”, collectively with the Local Guidelines and the UST Guidelines, the “Guidelines”).

2. This certification is made in respect of Blakes’ Fourth Interim Fee Application, dated March 29, 2007 (the “Fee Application”), for allowance of interim compensation and reimbursement of expenses for the period commencing October 1, 2006 through to and including January 31, 2007, in accordance with the Guidelines.

3. I have read the Fee Application and have approved it for service and filing with the Court.

4. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Fee Application fall with the Local Guidelines.

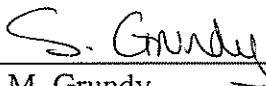
5. The fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Blakes and generally accepted by Blakes’ clients.

6. Blakes has complied with the provisions of the Local Guidelines and the Interim Compensation Order by providing monthly statements of Blakes’ fees and disbursements accrued during the previous month to (i) the Debtors; (ii) Skadden, Arps, Slate, Meagher & Flom LLP; (iii) the Office of the United States Trustee for the Southern District of New York; (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP; (v) counsel for the agent under the Debtors’ prepetition credit facility, Simpson Thacher & Bartlett LLP; (vi) counsel for the agent under the Debtors’ postpetition credit facility, Davis Polk & Wardell; and (vii) members of the Fee Committee not included above.

7. In accordance with the Local Guidelines and the Interim Compensation Order, a copy of the Fee Application is being provided to (i) the Debtors; (ii) Skadden, Arps, Slate, Meagher & Flom LLP; (iii) the Office of the United States Trustee for the Southern District of New York; (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP; (v) counsel for the agent under the Debtors’ prepetition credit facility, Simpson Thacher & Bartlett LLP; (vi) counsel for the agent under the Debtors’ postpetition credit facility, Davis Polk & Wardell; and (vii) members of the Fee Committee not included above. Notice of

the filing of the Fee Application is also being sent to those parties listed on the "Master Service List" and the "2002 List" found on the Delphi legal information website (www.delphidocket.com).

Dated: Toronto, Ontario, Canada
March 29, 2007



Susan M. Grundy
BLAKE, CASSELS & GRAYDON LLP
Barristers and Solicitors
Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1A9
Telephone: 416-863-2572
Facsimile: 416-863-2563
Email: susan.grundy@blakes.com

EXHIBIT B

SUMMARY OF TIMEKEEPERS, HOURS AND HOURLY RATES

Timekeeper	Title	Yr. of Call	Hrly Rate (Cdn)	# of Hours	Fees Billed (Cdn)
October 1, 2006 to December 31, 2006					
Dube, Jim	Partner	1969	\$720.00	32.8	\$23,616.00
Flynn, Marc	Associate	2006	\$280.00	64.9	\$18,172.00
Grundy, Susan	Partner	1980	\$775.00	87.4	\$67,735.00
Huff, Pamela	Partner	1987	\$620.00	0.4	\$248.00
Morgan, Jennifer	Paralegal	N/A	\$260.00	0.3	\$78.00
Prenol, Anthony	Partner	1990	\$620.00	10.5	\$6,510.00
Roininen, Marti	Paralegal	N/A	\$260.00	3.0	\$780.00
Thompson, Nancy	Paralegal	N/A	\$240.00	34.8	\$8,352.00
Subtotals:				234.1	\$125,491.00
January 1 to January 31, 2007					
Dube, Jim	Partner	1969	\$725.00	3.2	\$2,320.00
Flynn, Marc	Associate	2006	\$300.00	1.9	\$570.00
Grundy, Susan	Partner	1980	\$820.00	1.0	\$820.00
Thompson, Nancy	Paralegal	N/A	\$255.00	5.3	\$1,351.50
Subtotals:				11.4	\$5,061.50
TOTALS:				245.5	\$130,552.50

EXHIBIT C

SUMMARY OF EXPENSES
(October 1, 2006 to January 31, 2007)

Category	Amount
Courier	\$1,303.46
Duplicating (Cdn\$.10 per page)	256.60
Government Fees	132.00
PPSA – Online	26.00
Profile report – Online	20.00
Postage	22.65
PPSA Filing	21.00
Telephone/Facsimile	217.43
Provincial Tax on Disbursements:	<u>3.63</u>
Total	\$2,002.77

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

EXHIBIT "D"**INVOICE**

Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

November 29, 2006

Invoice: 1258248
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000002

Attention: Charles E. Brown

Re: Supplier Matters

FOR PROFESSIONAL SERVICES RENDERED
during the period ended October 31, 2006, as
follows:

Total Fees

\$ 85,900.50

Total Disbursements

146.79

Total Due in Canadian Currency

\$ 86,047.29 CAD

This invoice may be paid in U.S. Currency: \$ 78,942.47 USD

mp

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>	
Canadian Imperial Bank of Commerce	Bank of America NT & SA	Transit No. 00002
Main Branch, Commerce Court West	100 West 33rd Street	Final Beneficiary: Blake Cassels & Graydon LLP
Toronto, Ontario M5L 1A2	New York, NY 10001	Account No. 000021602012
Transit No. 00002	Swiftcode: BOFAUS3N	Reference: Invoice No. 1258248
Swiftcode: CIBCCATT	ABA No. 026009593	
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:	
Account No. 000021602012	Canadian Imperial Bank of Commerce	
Reference: Invoice No. 1258248	Main Branch, Commerce Court West	
	Toronto, Ontario M5L 1A2	
If you wish further instructions please contact Pat Carrano at 416.863.4346.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 2

Invoice Date: November 29, 2006
 Invoice No.: 1258248

Re: 000002. Supplier Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/02/06	Grundy, Susan	Email to C. Brown (.1); reviewing emails from C. Brown and formal notice from B. Carter (.3); telephone call and emails from C. Brown (.6).	1.0	775.00	\$ 775.00
10/03/06	Grundy, Susan	Telephone call from J. Spiegelman and reporting to client (.9); conference call with R. Coles and R. Kert (1.5); preparing for meeting with Carter and Delphi (1.5); discussions with C. Brown (.5).	4.4	775.00	3,410.00
10/04/06	Grundy, Susan	Preparing for meeting(1.0); meeting at Delphi offices in Troy, Michigan with P. Murtagh and C. Brown (2.5); meeting with P. Murtagh, C. Brown, C. Cleveneger, B. Carter and D. Bruncak (1.5).	5.0	775.00	3,875.00
10/05/06	Grundy, Susan	Reviewing Carter agreements from July 2005 (1.5); drafting supply contract and other documents (2.5); discussions with M. Flynn regarding issues and required assistance (.6).	4.6	775.00	3,565.00
10/05/06	Prenol, Anthony	Discussing need for new IP license with S. Grundy (.1); reviewing draft agreement with Carter Group (.7).	0.8	620.00	496.00
10/06/06	Flynn, Marc	Reviewing and revising Long Term Supply Contract (5.1).	5.1	280.00	1,428.00
10/06/06	Grundy, Susan	Reviewing and commenting on proposed response to A. Dryer (1.2); working on draft supply agreement, access agreement and inventory buyback and no setoff agreement (1.8); follow-	6.8	775.00	5,270.00

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: November 29, 2006

Invoice No.: 1258248

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		up emails to T. Prenol regarding IP license (.3); meeting with M. Flynn regarding review of certain issues (.7); telephone call to A. Dryer with C. Brown (1.5); frequent discussions and emails with C. Brown (.9); update message to J. Dube (.4).			
10/06/06	Prenol, Anthony	Exchanging emails with S. Grundy (.3); reviewing draft agreements (1.3); reviewing emails from S. Grundy (.2).	1.8	620.00	1,116.00
10/07/06	Flynn, Marc	Reviewing and revising draft Long-Term Supply Contract (1.6).	1.6	280.00	448.00
10/08/06	Flynn, Marc	Revising Long-Term Supply contract based on comments from S. Grundy (2.3).	2.3	280.00	644.00
10/08/06	Grundy, Susan	Reviewing revisions to LTC and providing comments to M. Flynn (1.0); reporting to C. Brown (.9).	1.9	775.00	1,472.50
10/09/06	Grundy, Susan	Email update from C. Brown (.1); reviewing and responding to emails from T. Prenol (.1); reviewing and revising markups of supply contract (.1).	0.3	775.00	232.50
10/09/06	Prenol, Anthony	Reviewing and revising draft access and security agreement (2.3); drafting email to S. Grundy with comments on same (.2).	2.5	620.00	1,550.00
10/10/06	Dube, Jim	Review numerous e-mails from client, from S. Grundy, from Coldwell sent last week (.6); office consultation with S. Grundy regarding recent developments, including the meeting with Carter (.4);	4.5	720.00	3,240.00

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BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 4

Invoice Date: November 29, 2006

Invoice No.: 1258248

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		review Interim Agreement provisions and further office consultation with S. Grundy to discuss notice requirements (.3); conference call with Charles Brown (.4); review Coldwell's October 3 letter and engaged in drafting reply to same (1.5); e-mail from C. Brown to R. Kert (.2); review S. Grundy's comments on draft (.3); telephone call with Mr. Brown (.3); review final text from S. Grundy (.3); further office consultation with S. Grundy regarding discussion with Mr. Spiegleman and message to Mr. Spiegleman (.2).			
10/10/06	Flynn, Marc	Reviewing revised Long Term Supply Contract (.3); correspondence with S. Grundy (.1).	0.4	280.00	112.00
10/10/06	Grundy, Susan	Meeting to brief J. Dube (1.); conference call with C. Brown (.7); reviewing and settling letter to Coldwell regarding Delphi position regarding execution of long term contract with 208 (1.); reviewing and revising draft agreements (1.); reviewing draft license agreement and telephone call to T. Prenol (.5).	4.2	775.00	3,255.00
10/10/06	Morgan, Jennifer	Reviewing instructions received from M. Flynn (.1); ordering Personal Property Security Act search and analyzing uncertified search results (.1); reviewing email message received from S. Grundy regarding analysis of search results (.1).	0.3	260.00	78.00
10/11/06	Dube, Jim	Preparation for meeting with Roch's counsel (0.4); attending	3.4	720.00	2,448.00

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BLAKE, CASSELS & GRAYDON LLP

Page: 5

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: November 29, 2006
Invoice No.: 1258248

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		meeting with J. Spiegelman and J. Coldwell (1.3); notes regarding discussion and e-mail report to client representatives regarding meeting (1.5); e-mail from Mr. Brown regarding covenant not to sue and consider/format for same (0.2).			
10/11/06	Grundy, Susan	Meeting with T. Prenol and telephone call to C. Brown regarding revisions to license agreement (.4); meeting with J. Dube, J. Coldwell and J. Spiegelman (.2); numerous calls and emails with C. Brown regarding draft agreement (1.1); revising and finalizing all draft agreements (4.); update from J. Dube regarding his meeting (.3).	6.0	775.00	4,650.00
10/11/06	Prenol, Anthony	Office conference with S. Grundy concerning IP provisions of agreements (.4); revising draft license agreement (.9); conference call with S. Grundy and C. Brown (1.1); reviewing revised access and security agreement (.4); drafting email to S. Grundy with comments on same (.2); reviewing revised supply agreement (.5); reviewing further revisions to license agreement (.3); reviewing various other agreements (.4).	4.2	620.00	2,604.00
10/12/06	Dube, Jim	Office consultation with S. Grundy regarding today's developments in relation to redemption/contract negotiation and arbitration (.5); reading Northland decision regarding covenant not to sue (.5); engaged in drafting/revising covenant not	2.3	720.00	1,656.00

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Invoice Date: November 29, 2006
Invoice No.: 1258248

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		to initiate legal proceedings for submission to Carter's counsel (1.1); telephone call with Mr. Brown (.1); e-mails from Mr. Brown/Mr. Dryer (.1).			
10/12/06	Flynn, Marc	Conference call with client and S. Grundy (.5); reviewing agreements (1.0); notes to file (.1).	1.6	280.00	448.00
10/12/06	Grundy, Susan	Discussion with J. Dube (.5); discussion with M. Flynn (.5); negotiations regarding terms of agreements with Carter and TCE representatives (1.); numerous discussions and emails with C. Brown, counsel for Carter and counsel for TCE (.9).	2.9	775.00	2,247.50
10/13/06	Dube, Jim	Reading Arbitrator's October 12 Award and read Paul Pape's submission regarding Redemption Payment due from Carter (.7); brief office consultation with S. Grundy regarding same (.1); review e-mails regarding MOA arbitration result on redemption(.3).	1.1	720.00	792.00
10/13/06	Flynn, Marc	Correspondence to and from S. Grundy (.1).	0.1	280.00	28.00
10/13/06	Grundy, Susan	Follow-up regarding responses (.1); reviewing arbitration decision (.3); reviewing redrafts of all documents from Carter and TCE and numerous discussions and emails with C. Brown and counsel for TCE and Carter (2.6); meeting with J. Dube regarding outcome of arbitration regarding amount to be posted for redemption (.2); briefing M. Flynn regarding potential weekend meetings (.1).	3.3	775.00	2,557.50

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: November 29, 2006

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/14/06	Flynn, Marc	Correspondence and telephone calls with S. Grundy (.1); review of emails (.1).	0.2	280.00	56.00
10/14/06	Grundy, Susan	Telephone call with A. Dryer and B. Carter (1.); telephone call with C. Brown (.5); conference call with all parties (1.5) dealing with revisions to agreements (3.3)	6.3	775.00	4,882.50
10/15/06	Flynn, Marc	Revising Supply Agreement, License Agreement, Access Agreement, Intercreditor Agreement, Inventory Buy-Back Agreement and conference call with parties (1.7); correspondence with client and S. Grundy (1.4); drafting opinion to Delphi and Blakes (2.0); drafting officer's certificate to same (2.0).	7.1	280.00	1,988.00
10/15/06	Grundy, Susan	Emails with C. Brown (.6); telephone call to M. Flynn (.2); conference call with Carter team, C. Brown and M. Flynn (.9); follow-up with M. Flynn and C. Brown (.3); reviewing revised documents (.2).	2.2	775.00	1,705.00
10/16/06	Dube, Jim	Office consultation with S. Grundy and review e-mail regarding structure of purchase of 208 shares (.2); review new Carter/Bruncak MOA (.3).	0.5	720.00	360.00
10/16/06	Flynn, Marc	Preparing closing documents (2.7); drafting and revising opinion of Delphi and Blakes (2.0); drafting and revising officer's certificate of 208 and 211 (2.0); conference call and correspondence with client (1.0); conference call and correspondence with Carter and counsel (1.0); discussion	9.0	280.00	2,520.00

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Invoice Date: November 29, 2006
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		of documentation with S. Grundy (.3).			
10/16/06	Grundy, Susan	Reviewing, negotiating and revising agreements and preparing for closing (2.5); call with R. Kert regarding closing timing and latest issues (2.5).	5.0	775.00	3,875.00
10/16/06	Roininen, Marti	Attending to the ordering of corporate searches (.2); drafting of Personal Property Security Act statements (.6); reviewing and registration of same further to instructions received from Marc Flynn (1.0).	1.8	260.00	468.00
10/17/06	Dube, Jim	Office consultation with S. Grundy regarding Carter redemption of 208 Shares (.2)	0.2	720.00	144.00
10/17/06	Flynn, Marc	Review of closing documents (1.5); correspondence with S. Grundy and C. Brown (.6); drafting closing agenda and revising same (1.0); review of amended officer's certificate (0.5); review of documents delivered pursuant to Exhibit B of the Supply Contract (0.5).	4.1	280.00	1,148.00
10/17/06	Grundy, Susan	Settling agreements and preparing for closing (1.5); several discussions with Mark Flynn re outstanding issues on documents(.6); discussions with Charlie Brown(.3); discussing amendments to license agreement with Tony Prenol (.1); reviewing arbitration awards (.4); reviewing and commenting on priorities agreement (.5) arranging for signatures from Delphi (.1);	3.5	775.00	2,712.50
10/17/06	Prenol, Anthony	Discussing IP issues with S. Grundy (.1); reviewing	1.2	620.00	744.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		documentation transferring IP from one Carter company to another (.4); reviewing and revising draft license agreement (.6); forwarding comments to S. Grundy (.1).			
10/17/06	Roininen, Marti	Drafting of Personal Property Security Act debtor letters and report pending confirmatory searches (.6); ordering such searches (.2).	0.8	260.00	208.00
10/18/06	Dube, Jim	Telephone call from Spiegelman and office consultation with S. Grundy regarding same (.2); message to Mr. Brown (.1).	0.3	720.00	216.00
10/18/06	Flynn, Marc	Revising closing documents (2.7); correspondence with S. Grundy and C. Brown and other parties (.5); revising and settling Owens Wright opinion (1.5); correspondence and telephone calls to J. Grad and A. Lasky (.5).	5.2	280.00	1,456.00
10/18/06	Grundy, Susan	Discussions and emails with C. Brown (.5); discussions and emails with A. Dryer and C. Brown regarding proposal for advance payment by Delphi (.5); discussions with A. Dryer and R. Coles to settle documents (.5); follow-up with R. Kert and A. Dryer regarding deal status (.5); negotiations regarding Owens Wright opinion (.5); discussions with M. Flynn regarding closing preparations (.1).	2.6	775.00	2,015.00
10/18/06	Roininen, Marti	Receipt and review of Personal Property Security Act searches and finalization of reporting memo (.4).	0.4	260.00	104.00
10/19/06	Dube, Jim	Voice message and e-mail	3.2	720.00	2,304.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		from Mr. Brown (.2); office conference with S. Grundy with respect to copies of arbitration submissions sought by client (.5); review October 12 and October 13 awards (.5); meeting with J. Spiegelman (.7); e-mail report on J. Spiegelman's information (.5); telephone call with Mr. Brown regarding same (.2); telephone call with J. Spiegelman regarding claim in Florida (.1); reading U.S. District Court Complaint and Carter Affidavit and e-mail report on same to Mr. Brown(1.0).			
10/19/06	Flynn, Marc	Revising closing documents (.8); correspondence with S. Grundy and review of e-mails sent from C. Brown (.2).	1.0	280.00	280.00
10/19/06	Grundy, Susan	Email from C. Brown (.1); reviewing proposed escrow agreement (.1); meeting with M. Flynn (.2); discussion with J. Dube regarding his meeting with J. Speigelman (.2); reviewing notices of submission on latest arbitration issues (.2).	0.8	775.00	620.00
10/20/06	Dube, Jim	Review e-mail from Dryer regarding redemption (.1).	0.1	720.00	72.00
10/20/06	Flynn, Marc	Correspondence with S. Grundy (.1).	0.1	280.00	28.00
10/20/06	Grundy, Susan	Telephone call from C. Brown (.1); various email updates re arbitration and closing status (.2).	0.3	775.00	232.50
10/23/06	Dube, Jim	Engaged regarding e-mails with S. Grundy and C. Brown regarding arbitration transcript from A. Dryer (.2).	0.2	720.00	144.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/23/06	Flynn, Marc	Correspondence with S. Grundy and C. Brown (.1).	0.1	280.00	28.00
10/23/06	Grundy, Susan	Email to M. Flynn and others regarding closing status (.2); reviewing arbitration transcript (.7)	0.9	775.00	697.50
10/24/06	Dube, Jim	Review transcript of October 12, 2006 arbitration proceedings and e-mail to Mr. Brown regarding same (1.0).	1.0	720.00	720.00
10/24/06	Grundy, Susan	Email from J. Dube (.1).	0.1	775.00	77.50
10/25/06	Grundy, Susan	Telephone call and emails from A. Dryer regarding landlord issues and reporting to C. Brown (.4); update and discussions regarding closing timing (.2).	0.6	775.00	465.00
10/26/06	Dube, Jim	Reading Arbitrator Stan Fisher's October 25th Award regarding Carter's right to redeem (1.0); office conference with S. Grundy regarding result (.1).	1.1	720.00	792.00
10/26/06	Flynn, Marc	Discussing closing with S. Grundy (.1); reviewing closing agenda (.1); email to S. Grundy regarding closing steps (.1).	0.3	280.00	84.00
10/26/06	Grundy, Susan	Reviewing arbitration award (.6); discussion with J. Dube and discussions with C. Brown (.4); discussion with M. Flynn and calls regarding closing preparations (.4).	1.4	775.00	1,085.00
10/27/06	Grundy, Susan	Email to R. Coles (.1); telephone call to C. Brown and email to R. Kert (.1).	0.2	775.00	155.00
10/30/06	Dube, Jim	Review and revise confirmation form and discussion with S. Grundy (.3);	0.6	720.00	432.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		review Kert's e-mail regarding ASIC and JABIL (.3).			
10/30/06	Flynn, Marc	Reviewing and revising closing checklist; email to counsel for TCE regarding priorities agreement (.3); email to Owens Wright regarding opinion and officer's certificates for 208 and 211 (.2); reviewing same (.2); discussing with S. Grundy (.2); reviewing confirmation circulated by S. Grundy (.1).	1.0	280.00	280.00
10/30/06	Grundy, Susan	Reviewing and commenting on landlord consent (.4); preparing confirmation regarding execution of supply contract (.4); meeting with J. Dube (.1); meeting with M. Flynn regarding outstanding items for closing (.2); telephone call to P. Murtagh and C. Brown (.4); discussions and emails with C. Brown and others regarding closing arrangements and Roch allegations (.5); reviewing latest submissions to arbitrator (.1).	2.1	775.00	1,627.50
10/31/06	Dube, Jim	E-mail from Mr. Brown and review 3 new notices of submission to Arbitration by Mr. Carter (.6); review e-mail exchange between Mr. Brown and Mr. Kert (.2).	0.8	720.00	576.00
10/31/06	Flynn, Marc	Correspondence and receiving instructions from S. Grundy (.4); drafting Landlord consent to Access and Security Agreement (2.1); email to S. Grundy (.1).	2.6	280.00	728.00
10/31/06	Grundy, Susan	Reviewing emails and preparing response to request from R. Kert (.5); discussion	1.9	775.00	1,472.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
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with J. Dube (.1); reviewing
lease documents (.3);
conference call with A. Dryer
regarding closing requirements
(.6); discussion with M. Flynn
regarding draft of landlord
acknowledgment and
reviewing draft (.4).

Total Fees for this Matter				\$ 85,900.50
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<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	19.3	\$ 720.00	\$ 13,896.00
Flynn, Marc	FLY	41.8	280.00	11,704.00
Grundy, Susan	SMG	68.3	775.00	52,932.50
Morgan, Jennifer	JMX	0.3	260.00	78.00
Prenol, Anthony	AP	10.5	620.00	6,510.00
Roininen, Marti	MRO	3.0	260.00	780.00
Total		143.2		\$ 85,900.50

Disbursements

Duplicating	\$ 29.50
Government Fees	8.00
Postage	22.65
PPSA - Online (Cert. & Uncert.)	10.00
Telephone/Facsimile	76.64
	\$ 146.79

Total Due for this Matter in Canadian Currency	\$ 86,047.29 CAD
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**SUMMARY OF TIMEKEEPER AND TITLE
(October)**

Supplier Matters:

Name	Title
Dube, Jim	Partner
Flynn, Marc	Associate
Grundy, Susan	Partner
Morgan, Jennifer	Paralegal
Prenol, Anthony	Partner
Roininen, Marti	Paralegal

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

INVOICEPlease write invoice
number(s) on cheque.

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

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Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

December 20, 2006

Invoice: 1262277
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000002

Attention: Charles E. Brown

Re: Supplier Matters

FOR PROFESSIONAL SERVICES RENDERED
during the period ended November 30, 2006, as
follows:

Total Fees \$ 27,864.00

Total Disbursements 245.59

Total Due in Canadian Currency \$ 28,109.59 CAD *mp*

This invoice may be paid in U.S. Currency: \$ 25,788.61 USD

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>	
Canadian Imperial Bank of Commerce	Bank of America NT & SA	Transit No. 00002
Main Branch, Commerce Court West	100 West 33rd Street	Final Beneficiary: Blake Cassels & Graydon LLP
Toronto, Ontario M5L 1A2	New York, NY 10001	Account No. 000021602012
Transit No. 00002	Swiftcode: BOFAUS3N	Reference: Invoice No. 1262277
Swiftcode: CIBCCATT	ABA No. 026009593	
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:	
Account No. 000021602012	Canadian Imperial Bank of Commerce	
Reference: Invoice No. 1262277	Main Branch, Commerce Court West	
	Toronto, Ontario M5L 1A2	

If you wish further instructions please contact Pat Carrano at 416.863.4346.

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Invoice Date: December 20, 2006
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Re: 000002. Supplier Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/01/06	Dube, Jim	Review letter from Carter regarding requested changes to Long Term Contract (.2).	0.2	720.00	\$ 144.00
11/01/06	Flynn, Marc	Revising Landlord Consent (1.3); telephone conversation with S. Grundy (.1); email to C. Brown (.1).	1.5	280.00	420.00
11/01/06	Grundy, Susan	Reviewing and commenting on landlord consent (.4); email to Aaron Dryer (.1); emails with Charlie Brown re additional proposed amendments to supply contract (.3)	0.8	775.00	620.00
11/02/06	Flynn, Marc	Revising Landlord Consent (.3); email to S. Grundy (.1); telephone discussion regarding same with C. Brown (.1); email to A. Dryer (.1).	0.6	280.00	168.00
11/02/06	Grundy, Susan	Followup with M. Flynn regarding landlord issues (.1); revising consent and discussions with M. Flynn (.3).	0.4	775.00	310.00
11/03/06	Dube, Jim	E-mail from S. Grundy and considering issues to be raised in any formal Consent (.5); e-mail to S. Grundy regarding Consent (.4).	0.9	720.00	648.00
11/03/06	Flynn, Marc	Review of email correspondence from S. Grundy (.3); review of email from J. Dube (.1); conference call with S. Grundy and P. Huff (.4); telephone to Scarfone Hawkins regarding Landlord's Consent (.2).	1.0	280.00	280.00
11/03/06	Grundy, Susan	Discussions regarding landlord	1.6	775.00	1,240.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		consent with R. Kert and others (.8); telephone call to C. Brown regarding supply contract revisions and landlord issues (.2); telephone call to P. Huff and M. Flynn regarding landlord issues (.4); emails with J. Dube regarding consent to judgment (.2).			
11/03/06	Huff, Pamela	Discussion with S. Grundy and M. Flynn (.3); telephone call to D. Hawkins, counsel for landlord (.1).	0.4	620.00	248.00
11/05/06	Flynn, Marc	Review of email from A. Dryer (.1); email to C. Brown and S. Grundy (.1); updating closing agenda (.1).	0.3	280.00	84.00
11/05/06	Grundy, Susan	Email to M. Flynn regarding closing requirements (.1).	0.1	775.00	77.50
11/06/06	Dube, Jim	Reviewing e-mails from S. Grundy and from C. Brown (.1); engaged reading Access and Security Agreement (.8); e-mail to S. Grundy regarding issues on Consent (.2); drafting and revising form of Consent (1.0); office conference with S. Grundy regarding Consent (.1).	2.2	720.00	1,584.00
11/06/06	Flynn, Marc	Preparing for closing (1.9); discussions with S. Grundy (.1).	2.0	280.00	560.00
11/06/06	Grundy, Susan	Dealing with closing issues (1.4).	1.4	775.00	1,085.00
11/07/06	Flynn, Marc	Preparing for closing (3.5); discussions with S. Grundy (.4)).	3.9	280.00	1,092.00
11/07/06	Grundy, Susan	Reviewing closing preparations with C. Brown and M. Flynn (.3); emails and telephone call with R. Kert and R. Coles	3.6	775.00	2,790.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		regarding TCE requirements (.4); dealing with closing preparations (1.6); telephone call to landlord's counsel and revising landlord consent (.5); various discussions with C. Brown and J. Dube regarding vandalism at Oakville plant (.6); email regarding damage issues (.2).			
11/08/06	Dube, Jim	Reviewing text of proposed letter to 208 regarding damage to equipment, revising same, and office conference with S. Grundy regarding change (.4); telephone call from Detective Constable Weyers regarding Cousineau lack of cooperation (.3); telephone discussion with C. Brown for instruction (.1); composing e-mail to Cousineau/Carter counsel (.4); e-mail from and to J. Coldwell and office conference with S. Grundy regarding same (.3); telephone call to Detective Constable Weyers regarding Delphi's instructions/e-mail (.1); telephone call from J. Rosenstein/M. Solmon regarding Cousineau handover of videotapes (.3); telephone call to Detective Constable Weyers regarding same and regarding Cousineau contact (.2); telephone call to C. Brown regarding same (.1); reviewing further draft letter to 208 regarding representation/warranty issue and reservation of rights, revising same, and office conference with S. Grundy regarding same (.5); reviewing e-mails regarding quantifying damages claim (.2); e-mail to and from J. Rosenstein (.3); letter from J. Rosenstein and	3.4	720.00	2,448.00

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Invoice Date: December 20, 2006
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		email to client regarding same (.1); e-mail from S. Grundy regarding contract amendment (.1).			
11/08/06	Flynn, Marc	Preparing documents for closing (2.8); dealing with amendments to the Supply Contract and the Landlord Agreement (.6).	3.4	280.00	952.00
11/08/06	Grundy, Susan	Various discussions regarding damage issues at Oakville plant (.6); finalizing landlord agreement (.5); considering Delphi rights as a result of damage to plant and reviewing memo from M. Flynn (1.6); preparing reservation of rights correspondence (.6); dealing with amendments to supply contract and other closing documents (1.1); followup regarding closing (.3).	4.7	775.00	3,642.50
11/09/06	Dube, Jim	Telephone call from C. Brown regarding information from police (.1); telephone discussion with Detective Constable Weyers (.3); telephone discussion with C. Brown to report (.2); telephone discussion with M. Solmon (.2); e-mail report to client (.3).	1.1	720.00	792.00
11/09/06	Flynn, Marc	Preparing for closing (1.7).	1.7	280.00	476.00
11/09/06	Grundy, Susan	Email to R. Kert (.1); preparing for closing and followup with A. Dryer and R. Kert (.9); update from J. Dube (.1).	1.1	775.00	852.50
11/10/06	Dube, Jim	Office conference with S. Grundy regarding closing and reviewing e-mail from S. Grundy regarding J. Coldwell (.1).	0.1	720.00	72.00
11/10/06	Flynn, Marc	Reviewing closing checklist	5.3	280.00	1,484.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		(.2); closing preparation (.4); attending closing (4.5); discussion of matters with S. Grundy (.2).			
11/10/06	Grundy, Susan	Dealing with closing arrangements (.4); telephone call to J. Coldwell and reporting to C. Brown (.2); meeting with R. Coles (.4); finalizing closing arrangements, attending closing and various reports to C. Brown (2.9).	3.9	775.00	3,022.50
11/13/06	Dube, Jim	Reading e-mails from Detective Constable Weyers, C. Brown, S. Fisher and M. Solmon, and brief office conference with S. Grundy (.3).	0.3	720.00	216.00
11/13/06	Flynn, Marc	Reviewing closing folders (.6); correspondence with J. Grad (.2); correspondence with S. Grundy (.2); follow up matters regarding closing (.9).	1.9	280.00	532.00
11/13/06	Grundy, Susan	Email from J. Dube (.1).	0.1	775.00	77.50
11/14/06	Flynn, Marc	Reviewing emails from Owens Wright; (.2); following up with Owens Wright regarding signature pages (.1).	0.3	280.00	84.00
11/14/06	Grundy, Susan	Email from M. Flynn (.1).	0.1	775.00	77.50
11/15/06	Dube, Jim	E-mails from and to C. Brown regarding Cousineau investigation and potential for police charges (.3); message to Detective Constable Weyers (.1).	0.4	720.00	288.00
11/15/06	Flynn, Marc	Discussing closing books with S. Grundy (.1).	0.1	280.00	28.00
11/16/06	Dube, Jim	Telephone discussion with Detective Constable Weyers (.2); reporting to client regarding status of	0.5	720.00	360.00

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: December 20, 2006
 Invoice No.: 1262277

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		investigation (.3).			
11/21/06	Flynn, Marc	Review of Supply Contract and related agreements and preparing record books (.2).	0.2	280.00	56.00
11/23/06	Flynn, Marc	Reviewing Supply Contract and related agreements (.1); preparing record books (.1).	0.2	280.00	56.00
11/24/06	Flynn, Marc	Review of record book index (.1).	0.1	280.00	28.00
11/27/06	Grundy, Susan	Telephone call from C. Brown (.1); reviewing agreement and telephone call to C. Brown (.2).	0.3	775.00	232.50
11/29/06	Grundy, Susan	Email from C. Brown (.1).	0.1	775.00	77.50
11/30/06	Dube, Jim	E-mail from C. Brown regarding Delphi evidence at further arbitration hearing (.1); office conference with S. Grundy regarding same (.1); reviewing March 2006 correspondence regarding Delphi position regarding Carter redemption (.2); telephone discussion with C. Brown (.3).	0.7	720.00	504.00
11/30/06	Grundy, Susan	Telephone call to C. Brown regarding response to request for evidence (.2).	0.2	775.00	155.00
Total Fees for this Matter					\$ 27,864.00

BLAKE, CASSELS & GRAYDON LLP

Page: 8

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: December 20, 2006

Invoice No.: 1262277

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	9.8	\$ 720.00	\$ 7,056.00
Flynn, Marc	FLY	22.5	280.00	6,300.00
Grundy, Susan	SMG	18.4	775.00	14,260.00
Huff, Pamela	PLJH	0.4	620.00	248.00
Total		51.1		\$ 27,864.00

Disbursements

Duplicating	\$ 33.80
Government Fees	124.00
PPSA - Online	16.00
PPSA Filing	21.00
Profile Report - Online	20.00
Telephone/Facsimile	30.79
	\$ 245.59

Total Due for this Matter in Canadian Currency**\$ 28,109.59 CAD**

SUMMARY OF TIMEKEEPER AND TITLE
(November)

Supplier Matters:

<u>Name</u>	<u>Title</u>
Dube, Jim	Partner
Flynn, Marc	Associate
Grundy, Susan	Partner
Huff, Pamela	Partner

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
 199 Bay Street
 Toronto, Ontario, Canada
 M5L 1A9
 Telephone: 416.863.2400
 Facsimile: 416.863.2653

INVOICE

Please write invoice
 number(s) on cheque.

Page: 1

Delphi Corporation
 5825 Delphi Drive
 Mail Code - 480 410 254
 Troy, MI 48098
 U.S.A.

December 31, 2006

Invoice: 1268355
 Billing Lawyer: Grundy, Susan
 GST No.: R119396778
 Client: 00070528
 Matter: 000002

Attention: Charles E. Brown

Re: Supplier Matters

FOR PROFESSIONAL SERVICES RENDERED
 during the period ended December 31, 2006, as
 follows:

Total Fees

\$ 461.50

Total Due in Canadian Currency

\$ 461.50 CAD

This invoice may be paid in U.S. Currency: \$ 423.39 USD

MP

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>	
Canadian Imperial Bank of Commerce	Bank of America NT & SA	Transit No. 00002
Main Branch, Commerce Court West	100 West 33rd Street	Final Beneficiary: Blake Cassels & Graydon LLP
Toronto, Ontario M5L 1A2	New York, NY 10001	Account No. 000021602012
Transit No. 00002	Swiftcode: BOFAUS3N	Reference: Invoice No. 1268355
Swiftcode: CIBCCATT	ABA No. 026009593	
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:	
Account No. 000021602012	Canadian Imperial Bank of Commerce	
Reference: Invoice No. 1268355	Main Branch, Commerce Court West	
	Toronto, Ontario M5L 1A2	
If you wish further instructions please contact Pat Carrano at 416.863.4346.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

Pg 41 of 70

Page: 2

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: December 31, 2006

Invoice No.: 1268355

Re: 000002. Supplier Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/29/06	Flynn, Marc	Reviewing record book index (.1); putting together record book (.3); email to S. Grundy (.1)	0.5	280.00	\$ 140.00
12/01/06	Dube, Jim	Telephone message to J. Weyers and e-mail report to client (.1).	0.1	720.00	72.00
12/12/06	Flynn, Marc	Review of e-mail from S. Grundy (.1).	0.1	280.00	28.00
12/12/06	Grund, Susan	Responding to email from M. Flynn regarding closing books (.1).	0.1	775.00	77.50
12/20/06	Dube, Jim	Telephone message to Detective Constable Weyers (.1); e-mail to and from C. Brown (.1).	0.2	720.00	144.00

Total Fees for this Matter**\$ 461.50**

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	0.3	\$ 720.00	\$ 216.00
Flynn, Marc	FLY	0.6	280.00	168.00
Grund, Susan	SMG	0.1	775.00	77.50
Total		1.0		\$ 461.50

Total Due for this Matter in Canadian Currency**\$ 461.50 CAD**

**SUMMARY OF TIMEKEEPER AND TITLE
(December)**

Supplier Matters:

<u>Name</u>	<u>Title</u>
Dube, Jim	Partner
Flynn, Marc	Associate
Grundy, Susan	Partner

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE

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Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

February 27, 2007

Invoice: 1274370
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000002

Attention: Charles E. Brown

Re: Supplier Matters

FOR PROFESSIONAL SERVICES RENDERED
during the period ended January 31, 2007, as
follows:

Total Fees	\$ 1,304.50
Total Disbursements	69.23
Total Due in Canadian Currency	<u>\$ 1,373.73 CAD</u>

This invoice may be paid in U.S. Currency: \$ 1,237.59 USD

MP

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>
Canadian Imperial Bank of Commerce	Bank of America NT & SA
Main Branch, Commerce Court West	100 West 33rd Street
Toronto, Ontario M5L 1A2	New York, NY 10001
Transit No. 00002	Swiftcode: BOFAUS3N
Swiftcode: CIBCCATT	ABA No. 026009593
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:
Account No. 000021602012	Canadian Imperial Bank of Commerce
Reference: Invoice No. 1274370	Main Branch, Commerce Court West
	Toronto, Ontario M5L 1A2
If you wish further instructions please contact Pat Carrano at 416.863.4346.	

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 2

Invoice Date: February 27, 2007
 Invoice No.: 1274370

Re: 000002. Supplier Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/03/07	Flynn, Marc	Preparing record books (.9); e-mail to C. Brown (.2); e-mail to J. Grad (.2).	1.3	300.00	\$ 390.00
01/04/07	Flynn, Marc	Reviewing e-mail from S. Grundy (.1).	0.1	300.00	30.00
01/18/07	Dube, Jim	E-mail from S. Grundy/C. Brown and reviewing three letters from B. Carter to Delphi/Blakes/R. Kert (.3); considering need for any response to B. Carter's letters, and e-mail to S. Grundy with opinion on same (.2); office conference with S. Grundy and e-mail report to C. Brown (.4).	0.9	725.00	652.50
01/18/07	Flynn, Marc	E-mail to J. Grad regarding record books (.1).	0.1	300.00	30.00
01/18/07	Grundy, Susan	Responding to email from C. Brown and instructions to M. Flynn regarding record books(.1)	0.1	820.00	82.00
01/19/07	Flynn, Marc	E-mail from C. Brown (.1).	0.1	300.00	30.00
01/24/07	Flynn, Marc	Correspondence and telephone call with J. Grad (.2).	0.2	300.00	60.00
01/26/07	Flynn, Marc	E-mail correspondence with J. Grad (.1).	0.1	300.00	30.00
Total Fees for this Matter					\$ 1,304.50

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 3

Invoice Date: February 27, 2007

Invoice No.: 1274370

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	0.9	\$ 725.00	\$ 652.50
Flynn, Marc	FLY	1.9	300.00	570.00
Grundy, Susan	SMG	0.1	820.00	82.00
Total		<u>2.9</u>		<u>\$ 1,304.50</u>

Disbursements

Duplicating	\$ 14.20	
Provincial Tax on Disbursements	3.63	
Telephone/Facsimile	51.40	
		\$ 69.23

Total Due for this Matter in Canadian Currency\$ 1,373.73 CAD

SUMMARY OF TIMEKEEPER AND TITLE
(January 2007)

Supplier Matters:

<u>Name</u>	<u>Title</u>
Dube, Jim	Partner
Flynn, Marc	Associate
Grundy, Susan	Partner

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

EXHIBIT "E"**INVOICE**

Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

November 29, 2006

Invoice: 1258249
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000003

Attention: Charles E. Brown

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED
during the period ended October 31, 2006, as
follows:

Total Fees	\$ 3,768.00
Total Disbursements	359.65

Total Due in Canadian Currency	\$ 4,127.65 CAD
---------------------------------------	------------------------

This invoice may be paid in U.S. Currency: \$ 3,786.83 USD

mp

<u>CAD Wiring Instructions:</u>		<u>USD Wiring Instructions:</u>	
Canadian Imperial Bank of Commerce		Bank of America NT & SA	Transit No. 00002
Main Branch, Commerce Court West		100 West 33rd Street	Final Beneficiary: Blake Cassels & Graydon LLP
Toronto, Ontario M5L 1A2		New York, NY 10001	Account No. 000021602012
Transit No. 00002		Swiftcode: BOFAUS3N	Reference: Invoice No. 1258249
Swiftcode: CIBCCATT		ABA No. 026009593	
Beneficiary: Blake Cassels & Graydon LLP		For Further Credit to:	
Account No. 000021602012		Canadian Imperial Bank of Commerce	
Reference: Invoice No. 1258249		Main Branch, Commerce Court West	
		Toronto, Ontario M5L 1A2	
If you wish further instructions please contact Pat Carrano at 416.863.4346.			

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: November 29, 2006
 Invoice No.: 1258249

Re: 000003. Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/05/06	Thompson, Nancy	Reviewing e-mail message from J. Jjingo (.1); reviewing file and responding to J. Jjingo (.1).	0.2	240.00	\$ 48.00
10/10/06	Thompson, Nancy	Reviewing Delphi docket for our Second Interim Fee Application (.1); making inquiries regarding confirmation of delivery and telephone call to US Bankruptcy Court regarding same (left message) (.2).	0.3	240.00	72.00
10/11/06	Thompson, Nancy	Telephone call to Bankruptcy Court (left message) (.1); reviewing file and preparing various data files for submission to Legal Cost Control (2.2).	2.3	240.00	552.00
10/12/06	Thompson, Nancy	Reviewing e-mail message from J. Jjingo regarding attendance at hearing scheduled for October 19th (.1); e-mail message to J. Jjingo regarding same (.2); reviewing e-mail message from T. Matz advising of the adjournment of the October 19th hearing (.1); e-mail message to S. Grundy forwarding information regarding hearings and status (.4); preparing data files (3.0).	3.8	240.00	912.00
10/16/06	Thompson, Nancy	Reviewing September prebills (.2); reviewing e-mail message from S. Grundy and reviewing fee guidelines regarding travel expenses (.6); reviewing and revising data files (2.0).	2.8	240.00	672.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

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Invoice Date: November 29, 2006
 Invoice No.: 1258249

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/18/06	Thompson, Nancy	Finalizing various data files (.4); submitting various invoices and data files to Legal Cost Control (.6).	1.0	240.00	240.00
10/19/06	Thompson, Nancy	Reviewing and revising various data files and arranging for missing descriptions to be inserted (.5); submitting data files to Legal Cost Control (.4); letters to US Bankruptcy Court and Drain, J. forwarding duplicate copy of Second Interim Fee Application, in bound volume and on disk (.5).	1.4	240.00	336.00
10/25/06	Thompson, Nancy	Preparing monthly fee statement for September and serving same on notice parties (.6).	0.6	240.00	144.00
10/26/06	Thompson, Nancy	Drafting budget for period from October 1, 2006 to January 31, 2007 (.5); e-mail message to S. Grundy regarding same (.2); reviewing and revising various data files (.2).	0.9	240.00	216.00
10/30/06	Thompson, Nancy	E-mail message to S. Grundy regarding budget (.1); reviewing and revising various data files (.7).	0.8	240.00	192.00
10/31/06	Thompson, Nancy	Reviewing and revising various data files and submitting same to Legal Cost Control (.4); arranging for data file for September invoices (.1); re-submitting data file incorrectly purged as a duplicate (.2); revising budget for period from October 1, 2006 to January 31, 2007 (.5); various discussions with S. Grundy regarding same (.2); e-mail message to Fee Committee and J. Sykes filing budget (.2).	1.6	240.00	384.00

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: November 29, 2006

Invoice No.: 1258249

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Total Fees for this Matter					\$ 3,768.00

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Thompson, Nancy	NAB	15.7	\$ 240.00	\$ 3,768.00
Total		15.7		\$ 3,768.00

Disbursements

Courier	\$ 332.08	
Duplicating	24.50	
Telephone/Facsimile	3.07	
		\$ 359.65

Total Due for this Matter in Canadian Currency	\$ 4,127.65 CAD
--	-----------------

**SUMMARY OF TIMEKEEPER AND TITLE
(October)**

Fee Applications:

<u>Name</u>	<u>Title</u>
Thompson, Nancy	Paralegal

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

INVOICEPlease write invoice
number(s) on cheque.

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

December 20, 2006

Invoice: 1262278
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000003

Attention: Charles E. Brown

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED
during the period ended November 30, 2006, as
follows:

Total Fees

\$ 6,753.00

Total Disbursements

847.18

Total Due in Canadian Currency

\$ 7,600.18 CAD

This invoice may be paid in U.S. Currency: \$ 6,972.64 USD

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>	
Canadian Imperial Bank of Commerce	Bank of America NT & SA	Transit No. 00002
Main Branch, Commerce Court West	100 West 33rd Street	Final Beneficiary: Blake Cassels & Graydon LLP
Toronto, Ontario M5L 1A2	New York, NY 10001	Account No. 000021602012
Transit No. 00002	Swiftcode: BOFAUS3N	Reference: Invoice No. 1262278
Swiftcode: CIBCCATT	ABA No. 026009593	
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:	
Account No. 000021602012	Canadian Imperial Bank of Commerce	
Reference: Invoice No. 1262278	Main Branch, Commerce Court West	
	Toronto, Ontario M5L 1A2	
If you wish further instructions please contact Pat Carrano at 416.863.4346.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

Page: 2

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: December 20, 2006
 Invoice No.: 1262278

Re: 000003. Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/06/06	Thompson, Nancy	Preparing data file for September monthly fee statement and submitting same (.6).	0.6	240.00	\$ 144.00
11/14/06	Thompson, Nancy	Drafting Third Interim Fee Application (.6).	0.6	240.00	144.00
11/20/06	Grundy, Susan	Update from N. Thompson regarding fee hearing (.1)	0.1	775.00	77.50
11/20/06	Thompson, Nancy	Searching Delphi docket and reviewing Report of Fee Committee (.4); revising third interim fee application (1.3).	1.7	240.00	408.00
11/21/06	Thompson, Nancy	Reviewing at-issue report and arranging for copies of backup documentation (.2); drafting response (.7).	0.9	240.00	216.00
11/22/06	Thompson, Nancy	E-mail message to J. Jjingo regarding November 30 hearing (.2).	0.2	240.00	48.00
11/23/06	Thompson, Nancy	Discussion with S. Grundy regarding response to at-issue report (.4); assembling additional information and revising draft response (.6).	1.0	240.00	240.00
11/27/06	Dube, Jim	Office conference with S. Grundy regarding fee hearing on November 30th (.1); office conference with N. Thompson regarding fee/disbursement question (.1).	0.2	720.00	144.00
11/27/06	Thompson, Nancy	Finalizing response and submitting to the Fee Committee (.4).	0.4	240.00	96.00
11/28/06	Dube, Jim	Reviewing S. Grundy's	0.7	720.00	504.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

Page: 3

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: December 20, 2006

Invoice No.: 1262278

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		memorandum regarding response to At Issue Report (.3); reviewing At Issue Report (.2); e-mails with N. Thompson regarding telephone attendance and regarding fee approval hearing (.2).			
11/28/06	Grundy, Susan	Meeting with Jim Dube regarding fee application (.2).	0.2	775.00	155.00
11/28/06	Thompson, Nancy	Discussion with J. Dube regarding attendance at hearing on November 30th (.2); telephone call to S. Singh, Judge Drain's clerk, regarding approval to attend hearing by conference call (.1); e-mail message to J. Dube and S. Grundy advising of approval and providing call-in information (.2); e-mail message to J. Jjingo advising of approval (.1); reviewing e-mail message from C. Morris of Legal Cost Control (.1); e-mail message to the Fee Committee regarding correct photocopy rate (.2); reviewing and revising third interim fee application (.5).	1.4	240.00	336.00
11/29/06	Dube, Jim	Office conference with S. Grundy regarding information available on tomorrow's hearing (.2); office conference with N. Thompson regarding Fee Committee's Supplementary Report and reviewing same (.4); e-mails from Ms. Jjingo of Skaddens regarding hearing (.1).	0.7	720.00	504.00
11/29/06	Grundy, Susan	Reviewing fee application (.2).	0.2	775.00	155.00
11/29/06	Thompson, Nancy	Obtaining copy of Supplemental Report from Delphi docket (.2); discussion with S. Grundy and J. Dube	4.0	240.00	960.00

BLAKE, CASSELS & GRAYDON LLP

Page: 4

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: December 20, 2006
 Invoice No.: 1262278

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		regarding November 30th hearing, etc. (.5); reviewing and revising third interim fee application (2.8); reviewing and revising notice of filing and certificate of service (.5).			
11/30/06	Dube, Jim	Telephone attendance at 13th Omnibus Hearing regarding outstanding fee applications (1.2); office conference with S. Grundy regarding same (.2); instructions to N. Thompson (.1); memorandum to file regarding decision of Judge Drain (.3).	1.8	720.00	1,296.00
11/30/06	Grundy, Susan	Email to T. Matz (.1).	0.1	775.00	77.50
11/30/06	Thompson, Nancy	E-mail message to K. Craft forwarding monthly fee statement for October (.1); finalizing notice of filing (.2); finalizing fee application (.5); discussion with S. Grundy regarding same (.2); reviewing notice lists and updating distribution lists (1.4); e-mail message to notice lists serving notice of filing (.4); letter to certain parties providing notice of filing by regular mail (.3); letter to notice parties serving fee application (.4); letter to US Bankruptcy Court forwarding fee application, in bound volume and on disk, for filing (.4); letter to Drain, J. providing copy of fee application (.2); finalizing certificate of service (.2); discussion with J. Dube regarding fee application approval hearing and decision of Drain, J. (.5); e-mail message to Fee Committee seeking status of agreement with respect to our first and second fee applications (.4).	5.2	240.00	1,248.00

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: December 20, 2006
 Invoice No.: 1262278

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Total Fees for this Matter					\$ 6,753.00

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	3.4	\$ 720.00	\$ 2,448.00
Grundy, Susan	SMG	0.6	775.00	465.00
Thompson, Nancy	NAB	16.0	240.00	3,840.00
Total		<u>20.0</u>		<u>\$ 6,753.00</u>

Disbursements

Courier	\$ 727.55	
Duplicating	109.70	
Telephone/Facsimile	9.93	
		\$ 847.18

Total Due for this Matter in Canadian Currency \$ 7,600.18 CAD

SUMMARY OF TIMEKEEPER AND TITLE
(November)

Fee Applications:

<u>Name</u>	<u>Title</u>
Dube, Jim	Partner
Grundy, Susan	Partner
Thompson, Nancy	Paralegal

BLAKE, CASSELS & GRAYDON LLP Pg 61 of 70

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
 199 Bay Street
 Toronto, Ontario, Canada
 M5L 1A9
 Telephone: 416.863.2400
 Facsimile: 416.863.2653

INVOICE

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 number(s) on cheque.

Page: 1

Delphi Corporation
 5825 Delphi Drive
 Mail Code - 480 410 254
 Troy, MI 48098
 U.S.A.

Attention: Charles E. Brown

December 31, 2006

Invoice: 1268356
 Billing Lawyer: Grundy, Susan
 GST No.: R119396778
 Client: 00070528
 Matter: 000003

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED
 during the period ended December 31, 2006, as
 follows:

Total Fees \$ 744.00

Total Disbursements 84.90

Total Due in Canadian Currency \$ 828.90 CAD *MP*

This invoice may be paid in U.S. Currency: \$ 760.46 USD

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>
Canadian Imperial Bank of Commerce	Bank of America NT & SA
Main Branch, Commerce Court West	100 West 33rd Street
Toronto, Ontario M5L 1A2	New York, NY 10001
Transit No. 00002	Swiftcode: BOFAUS3N
Swiftcode: CIBCCATT	ABA No. 026009593
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:
Account No. 000021602012	Canadian Imperial Bank of Commerce
Reference: Invoice No. 1268356	Main Branch, Commerce Court West
	Toronto, Ontario M5L 1A2
If you wish further instructions please contact Pat Carrano at 416.863.4346.	

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: December 31, 2006

Invoice No.: 1268356

Re: 000003. Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/04/06	Thompson, Nancy	Reviewing memorandum from J. Dube regarding November 30th hearing (.1); reviewing e-mail message from Legal Cost Control regarding duplicate invoice (.1); reviewing undeliverable notices for interim fee application (.5).	0.7	240.00	\$ 168.00
12/18/06	Thompson, Nancy	Reviewing prebills in preparation of monthly fee statement (.4); reviewing e-mail message from A. Zsoldos regarding objections (.1); e-mail message to S. Grundy regarding same (.1).	0.6	240.00	144.00
12/19/06	Thompson, Nancy	E-mail message to A. Zsoldos advising that no objections received and providing copy of September fee statement (.3); reviewing e-mail message from A. Zsoldos (.1).	0.4	240.00	96.00
12/20/06	Thompson, Nancy	Preparing data file for October monthly fee statement (.5).	0.5	240.00	120.00
12/21/06	Thompson, Nancy	Preparing monthly fee statement for November (.5); letter to notice parties serving same (.2); finalizing October data file and submitting to Legal Cost Control (.2).	0.9	240.00	216.00
Total Fees for this Matter					\$ 744.00

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: December 31, 2006

Invoice No.: 1268356

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Thompson, Nancy	NAB	3.1	\$ 240.00	\$ 744.00
Total		<u>3.1</u>		<u>\$ 744.00</u>

Disbursements

Duplicating	\$ 39.30	
Telephone/Facsimile	45.60	
		\$ 84.90

Total Due for this Matter in Canadian Currency	<u>\$ 828.90 CAD</u>
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**SUMMARY OF TIMEKEEPER AND TITLE
(December)**

Fee Applications:

<u>Name</u>	<u>Title</u>
Thompson, Nancy	Paralegal

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE

Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

February 27, 2007

Invoice: 1274371
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000003

Attention: Charles E. Brown

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED
during the period ended January 31, 2007, as
follows:

Total Fees	\$ 3,757.00
Total Disbursements	249.43
Total Due in Canadian Currency	\$ 4,006.43 CAD

This invoice may be paid in U.S. Currency: \$ 3,609.40 USD

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>
Canadian Imperial Bank of Commerce	Bank of America NT & SA
Main Branch, Commerce Court West	100 West 33rd Street
Toronto, Ontario M5L 1A2	New York, NY 10001
Transit No. 00002	Swiftcode: BOFAUS3N
Swiftcode: CIBCCATT	ABA No. 026009593
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:
Account No. 000021602012	Canadian Imperial Bank of Commerce
Reference: Invoice No. 1274371	Main Branch, Commerce Court West
	Toronto, Ontario M5L 1A2

If you wish further instructions please contact Pat Carrano at 416.863.4346.

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: February 27, 2007

Invoice No.: 1274371

Re: 000003. Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/10/07	Thompson, Nancy	Reviewing e-mail message from J. Jjingo regarding date for receipt of report from Fee Committee (.2); reviewing letters from M. Piscitelli of Delphi (.1); reviewing Sixth Supplemental Interim Compensation Order (.2); e-mail message to S. Grundy (.4).	0.9	255.00	\$ 229.50
01/11/07	Grundy, Susan	Reviewing instructions regarding fee hearings (.1).	0.1	820.00	82.00
01/15/07	Thompson, Nancy	Arranging for data file for November invoices (.1).	0.1	255.00	25.50
01/22/07	Grundy, Susan	Email from N. Thompson (.1)	0.1	820.00	82.00
01/22/07	Thompson, Nancy	Reviewing e-mail message from Pat Woods forwarding reports from Fee Committee for first, second and third fee applications (.3); e-mail message to S. Grundy regarding same (.2).	0.5	255.00	127.50
01/23/07	Grundy, Susan	Reviewing materials regarding fee committee comments (.1); telephone call with T. Matz (.2).	0.3	820.00	246.00
01/23/07	Thompson, Nancy	Discussion with S. Grundy regarding submission of budgets (.1); reviewing file and e-mail message to S. Grundy regarding same (.3); reviewing e-mail message from S. Grundy to T. Matz and discussion with S. Grundy regarding same (.2); reviewing reports from Fee Committee for First, Second and Third Fee Applications (.6).	1.2	255.00	306.00

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: February 27, 2007
Invoice No.: 1274371

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/24/07	Dube, Jim	Office conference with S. Grundy regarding tomorrow's hearing and telephone discussion with T. Matz of Skadden regarding same (.4); reading LCC's Third Interim Fee Application Audit Report (.6).	1.0	725.00	725.00
01/24/07	Grundy, Susan	Briefing J. Dube for tomorrow's meeting with fee committee (.3).	0.3	820.00	246.00
01/24/07	Thompson, Nancy	Memorandum to S. Grundy regarding documents and information required for telephone meeting with Fee Committee on January 25, 2007 (.6); preparing monthly fee statement for December (.2); letter to notice parties forwarding same (.2); preparing data file for November monthly fee statement (.4); submitting same (.1); arranging for data file for December monthly fee statement (.1).	1.6	255.00	408.00
01/25/07	Dube, Jim	Reviewing Blakes' November 27th response to Fee Committee (.3); brief perusal of LCC audit reports on First and Second Interim Fee Applications (.4); attending on meeting with Fee Committee (.2); telephone discussion with T. Matz (.1); e-mail report on Fee Committee discussion (.2).	1.2	725.00	870.00
01/25/07	Thompson, Nancy	Reviewing e-mail message from J. Dube (.1); e-mail message to J. Dube and S. Grundy (.1).	0.2	255.00	51.00
01/29/07	Dube, Jim	E-mail from N. Thompson and S. Grundy regarding	0.1	725.00	72.50

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: February 27, 2007

Invoice No.: 1274371

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		Committee decision.			
01/29/07	Thompson, Nancy	Reviewing e-mail message from T. Matz with recommendations of Fee Committee (.1); e-mail messages to and from S. Grundy and J. Dube regarding same (.1).	0.2	255.00	51.00
01/30/07	Thompson, Nancy	Reviewing recommendation from Fee Committee and comparing same to our response and proposal for approval of fees (.4); e-mail message to S. Grundy and J. Dube advising of same (.2).	0.6	255.00	153.00
01/31/07	Grundy, Susan	Email to N. Thompson regarding no objection (.1).	0.1	820.00	82.00
Total Fees for this Matter					\$ 3,757.00

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	2.3	\$ 725.00	\$ 1,667.50
Grundy, Susan	SMG	0.9	820.00	738.00
Thompson, Nancy	NAB	5.3	255.00	1,351.50
Total		8.5		\$ 3,757.00

Disbursements

Courier	\$ 243.83	
Duplicating	5.60	
		\$ 249.43

Total Due for this Matter in Canadian Currency **\$ 4,006.43 CAD**

SUMMARY OF TIMEKEEPER AND TITLE
(January 2007)

Fee Applications:

<u>Name</u>	<u>Title</u>
Dube, Jim	Partner
Grundy, Susan	Partner
Thompson, Nancy	Paralegal